

RECORDATION NO. 27693-15 FILED

MAR 12 '10 -11 45 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

March 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 1-D, dated as of March 12, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Second Amended and Restated Security Agreement previously filed with the Board under Recordation Number 27693

The names and addresses of the parties to the enclosed document are

Collateral Agent. BTMU Capital Corporation  
111 Huntington Avenue, Suite 400  
Boston, Massachusetts 02199

Borrower: Flex Leasing I, LLC  
30 South Wacker Drive  
Chicago, Illinois 60606

Section Chief  
March 12, 2010  
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A description of the railroad equipment covered by the enclosed document is.

43 railcars have been remarked and numbered LW 153000, LW 153001 and within the series LW 600256 - LW 600353, UP 274006 - UP 274064 and CIGX 800744 - CIGX 800752 (previously marked FLOX 504638, FLOX 504693 and within the series CSXT 495725 - CSXT 495822, LW 75068 - LW 76004 and MS 6603 - MS 6663) as more particularly set forth in the attachment to the document.

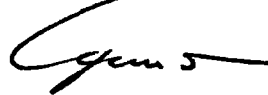
A short summary of the document to appear in the index is.

Security Agreement Supplement No. 1-D.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

MAR 12 '10 -11 45 AM

## SECURITY AGREEMENT SUPPLEMENT No. 1-D

SURFACE TRANSPORTATION BOARD

This Security Agreement Supplement No. 1-D, dated March 12, 2010 (this "Supplement"), between BTMU CAPITAL CORPORATION, as Collateral Agent under the Security Agreement ("Collateral Agent"), and FLEX LEASING I, LLC, a Delaware limited liability company ("Borrower");

## WITNESSETH:

WHEREAS, a Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, an Amended and Restated Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, Collateral Agent and Borrower have heretofore entered into that certain Second Amended and Restated Security Agreement dated as of October 16, 2008, as supplemented by that certain (i) Security Agreement Supplement No. 1 ("Security Agreement Supplement No. 1") dated as of October 16, 2008, (ii) Security Agreement Supplement No. 1-A dated as of July 17, 2009, (iii) Security Agreement Supplement No. 1-B dated as of September 10, 2009, and (iv) Security Agreement Supplement No. 1-C dated as of November 17, 2009 (collectively, the "Security Agreement"), evidence of which was filed with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Security Agreement.

WHEREAS, the Borrower provided to the Collateral Agent a statement identifying a change of the reporting marks and numbers to certain of the Units bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 hereto (the "New Marks").

WHEREAS, pursuant to the Security Agreement the Borrower is required to record such change of reporting marks and numbers with the STB and the RGC.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Collateral Agent and Borrower hereby agree as follows:

1. Security Agreement Supplement No. 1 and the Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 referenced on Schedule 1 are hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.

2. Borrower shall cause this Supplement to be recorded with the STB and the

RGC.

3. The parties hereto wish to show for public record this Supplement and accordingly have caused this Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

4. THIS SUPPLEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE MAXIMUM EXTENT PERMITTED BY LAW ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES).

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

\* \* \*



IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

FLEX LEASING I, LLC  
as Borrower

By: [Signature]  
Name: Barry J. Nohalty  
Title: Senior Vice President

STATE OF IL )  
COUNTY OF COOK ) ss:

The foregoing Security Agreement Supplement No. 1-D was acknowledged before me, the undersigned Notary Public, in the County of Cook this 11 day of March, 2010 by Barry Nohalty as SRP of FLEX LEASING I, LLC.

[Signature]  
Notary Public

My commission expires: 8/11/2013



## **SCHEDULE 1**

A Security Agreement was recorded with (i) the Surface Transportation Board on December 22, 1998 under recordation number 21888, and (ii) the Registrar General of Canada on December 23, 1998 under Document Key 11315.

An Amended and Restated Security Agreement was recorded with (i) the Surface Transportation Board on October 19, 2001 under recordation number 21888-U, and (ii) the Registrar General of Canada on October 19, 2001 under Document Key 13685 and supplemented by Document Key 13686.

A Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 was recorded with (i) the Surface Transportation Board on October 16, 2008 at 9:40 a.m. under recordation number 27693 and (ii) the Registrar General of Canada on October 16, 2008 at 11:05 a.m.

A Security Agreement Supplement No. 1-A dated as of July 17, 2009 was recorded with (i) the Surface Transportation Board on July 20, 2009 at 8:00 a.m. under recordation number 27693-A and (ii) the Registrar General of Canada on July 20, 2009 at 9.25 a.m.

A Security Agreement Supplement No. 1-B dated as of September 10, 2009 was recorded with (i) the Surface Transportation Board on September 10, 2009 at 9:40 a.m. under recordation number 27693-B and (ii) the Registrar General of Canada on September 10, 2009 at 11:30 a.m.

A Security Agreement Supplement No. 1-C dated as of November 17, 2009 was recorded with (i) the Surface Transportation Board on November 17, 2009 at 2:00 p.m. under recordation number 27693-C and (ii) the Registrar General of Canada on November 17, 2009 at 3:24 p.m.

## SCHEDULE 2

### CHANGE OF REPORTING MARKS AND NUMBERS

#### Old Marks and Numbers

#### New Marks and Numbers

CSXT 495725	LW 600256
CSXT 495726	LW 600257
CSXT 495727	LW 600258
CSXT 495728	LW 600259
CSXT 495729	LW 600260
CSXT 495732	LW 600263
CSXT 495736	LW 600267
CSXT 495739	LW 600270
CSXT 495741	LW 600272
CSXT 495749	LW 600280
CSXT 495752	LW 600283
CSXT 495757	LW 600288
CSXT 495768	LW 600299
CSXT 495770	LW 600302
CSXT 495771	LW 600301
CSXT 495775	LW 600306
CSXT 495780	LW 600311
CSXT 495781	LW 600312
CSXT 495786	LW 600317
CSXT 495797	LW 600328
CSXT 495798	LW 600329
CSXT 495809	LW 600340
CSXT 495815	LW 600346
CSXT 495820	LW 600351
CSXT 495822	LW 600353
FLOX 504638	LW 153000
FLOX 504639	LW 153001
LW 75068	UP 274056
LW 75070	UP 274057
LW 75081	UP 274006
LW 75106	UP 274031
LW 75111	UP 274036
LW 75122	UP 274047
LW 76001	UP 274061
LW 76004	UP 274064
MS 6603	CIGX 800751
MS 6619	CIGX 800744
MS 6635	CIGX 800745
MS 6637	CIGX 800747
MS 6640	CIGX 800748



MS 6647  
MS 6661  
MS 6663

CIGX 800749  
CIGX 800750  
CIGX 800752

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/12/10



Robert W Alvord